

WC 07-5

Before the
FEDERAL COMMUNICATIONS COMMISSION
Washington, D.C. 20554

RECEIPT

In the Matter of : **RECEIVED** JAN 05 2007)
Shareholders of Mountain View Telephone Company) WC Docket No.
Transferor)
Yelcot Holding Group, Inc.)
Transferee)
For Transfer of Control of Mountain View Telephone Company,)
which Provides Interstate Exchange Access and Interexchange)
Services in Arkansas Pursuant to a Domestic Blanket)
Authorization under Section 214 of the Communications Act)

TO: Chief, Wireline Competition Bureau

**APPLICATION FOR STREAMLINED TRANSFER OF CONTROL
OF DOMESTIC BLANKET SECTION 214 AUTHORIZATIONS**

The Shareholders of Mountain View Telephone Company ("Shareholders" or "Transferor") and Yelcot Holding Group, Inc. ("Yelcot" or "Transferee") hereby request Commission authorization for the transfer of control of the blanket domestic Section 214 authorization for interstate exchange access services and interstate interexchange services of Mountain View Telephone Company ("MVTC") from the seven (7) existing shareholders of MVTC to Yelcot.

This application qualifies for presumed streamlined treatment pursuant to Section 63.03(b)(2)(iii) of the Commission's Rules because: (1) both before and after completion of the proposed transaction, Yelcot and its affiliates will have a market share in the interstate, interexchange market of substantially less than 10 percent; (2) Yelcot's existing incumbent local exchange carrier subsidiary [Yelcot Telephone Company ("YTC")] and MVTC are incumbent independent local exchange carriers (as defined in

Section 64.1902 of the Commission's Rules) that have, in combination, fewer than two percent (2.0%) of the nation's subscriber lines installed in the aggregate nationwide; and
 (3) the service area of YTC is not overlapping with, or adjacent to, MVTC's service area.

In accordance with the requirements of Section 63.04(a) of the Commission's Rules, the applicants submit the following information:

(1) Name, address and telephone number of each applicant:

Transferors:

Shareholders of Mountain View Telephone Company
 c/o Mountain View Telephone Company
 218 East Main Street (P.O. Box 70)
 Mountain View, Arkansas 72560
 Telephone: (870) 269-3232
 Facsimile: (870) 269-4971

Transferee:

Yelcot Holding Group, Inc.
 207 East 4th Street (P.O. Box 1970).
 Mountain Home, Arkansas 72654
 Telephone: (870) 425-3100
 Facsimile: (870) 435-8250

(2) Government, state or territory under the laws of which each corporate or partnership applicant is organized:

MVTC is a corporation organized under the laws of the State of Arkansas.

Yelcot is a corporation organized under the laws of the State of Arkansas.

(3) Name, title, post office address, and telephone number of the officer or contact person to whom correspondence concerning the application is to be addressed:

For Transferors:

Kenneth W. Sutton
 Mountain View Telephone Company
 218 East Main Street (P.O. Box 70)
 Mountain View, Arkansas 72560
 Telephone: (870) 269-3232
 Facsimile: (870) 269-4971

With a copy to Counsel:

Gerard J. Duffy, Esquire
 Blooston, Mordkofsky, Dickens, Duffy & Prendergast
 2120 L Street, N.W. (Suite 300)
 Washington, D.C. 20037
 Telephone: (202) 659-0830
 Facsimile: (202) 828-5568

For Transferee:

Sara Zimmerman, Executive Vice President
 Yelcot Holding Group, Inc.
 207 East 4th Street (P.O. Box 1970).
 Mountain Home, Arkansas 72654
 Telephone: (870) 425-3100
 Facsimile: (870) 435-8250

With a copy to Counsel:

Gerard J. Duffy, Esquire
 Blooston, Mordkofsky, Dickens, Duffy & Prendergast
 2120 L Street, N.W. (Suite 300)
 Washington, D.C. 20037
 Telephone: (202) 659-0830
 Facsimile: (202) 828-5568

- (4) Name, address, citizenship and principal business of any person or entity that directly owns at least ten (10) percent of the equity of the applicant, and the percentage of equity owned by each of those entities:

MVTC Prior to Transaction:

The names, addresses, citizenship and principal businesses of the entities that presently own the equity of MVTC are:

<u>Name & Address</u>	<u>% Equity</u>	<u>Citizenship</u>	<u>Principal Business</u>
Kenneth Sutton and Janice Sutton Joint Revocable Trust (Kenneth W. Sutton and Janice Sutton, Co-Trustees) 218 East Main Street Mountain View, AR 72560	39.62%	AR Trust	Investments
James G. Hinkle Revocable Trust (James G. Hinkle, Trustee) 218 East Main Street Mountain View, AR 72560	39.62%	AR Trust	Investments

<u>Name & Address</u>	<u>% Equity</u>	<u>Citizenship</u>	<u>Principal Business</u>
Jennie Lou Hinkle Marital Trust #1 (James G. Hinkle, Trustee) 218 East Main Street Mountain View, AR 72560	5.38%	AR Trust	Investments
Jennie Lou Hinkle Family Trust (James G. Hinkle, Trustee) 218 East Main Street Mountain View, AR 72560	5.00%	AR Trust	Investments
Mountain View Telephone Company Trust (James G. Hinkle, Trustee) 218 East Main Street Mountain View, AR 72560	4.16%	AR Trust	Investments
Glen Hinkle Children's Trust (James G. Hinkle, Trustee) 218 East Main Street Mountain View, AR 72560	4.15%	AR Trust	Investments
Hinkle Family Trust (James G. Hinkle, Trustee) 218 East Main Street Mountain View, AR 72560	2.07%	AR Trust	Investments

Kenneth W. Sutton, Janice Sutton and James G. Hinkle are all United States citizens.

MVTC After Transaction:

The name, address, citizenship and principal business of the only entity that will own at least ten (10) percent of the equity of MVTC after completion of the proposed transaction is:

<u>Name & Address</u>	<u>% Equity</u>	<u>Citizenship</u>	<u>Principal Business</u>
Yelcot Holding Group, Inc. 207 East 4 th Street Mountain Home, AR 72653	100.0%	AR Corp.	Telecommunications

In turn, the names, addresses, citizenship and principal businesses of the entities that own at least ten (10) percent of the equity of Yelcot both before and after the proposed transaction are:

<u>Name & Address</u>	<u>% Equity</u>	<u>Citizenship</u>	<u>Principal Business</u>
Sara Lee Czeschin 207 East 4 th Street. Mountain Home, AR 72653	27.97%	U.S.A.	Telecommunications
Calvin C. Czeschin, Jr. 207 East 4 th Street. Mountain Home, AR 72653	19.54%	U.S.A.	Telecommunications
Betty Ross Czeschin 207 East 4 th Street. Mountain Home, AR 72653	16.04%	U.S.A.	Telecommunications
Karen H. Czeschin Trust (Karen H. Czeschin, Trustee) 207 East 4 th Street Mountain Home, AR 72653	19.54%	AR Trust	Investments

The beneficiary of the Karen H. Czeschin Trust is Karen H. Czeschin, a United States citizen.

- (5) **Certification pursuant to 47 C.F.R. Sections 1.2001 through 1.2003 that no party to the application is subject to denial of Federal benefits pursuant to section 5301 of the Anti-Drug Abuse Act of 1988.**

Kenneth W. Sutton, Janice Sutton and James G. Hinkle, as Trustees for all of the Shareholders of MVTC, and Yelcot hereby certify, pursuant to 47 C.F.R. Sections 1.2001 through 1.2003, that no party to the present application is subject to denial of Federal benefits pursuant to section 5301 of the Anti-Drug Abuse Act of 1988.

- (6) **Description of the transaction:**

The proposed transaction consists of the acquisition of all of the issued and outstanding stock of MVTC by MVT Acquisition Company ("MVT"), a newly-formed Arkansas corporation owned one hundred percent (100.0%) by Yelcot. At closing, MVT will merge with MVTC, and all of the issued and outstanding common stock of MVTC will be owned by Yelcot. MVTC and YTC will each be wholly-owned subsidiaries of Yelcot. Control of MVTC will give Yelcot control of the blanket domestic Section 214 authorization held by MVTC.

(7) Description of the geographic areas in which the transferor and transferee (and their affiliates) offer domestic telecommunications services, and what services are provided in each area:

A map showing the local exchange telephone service areas of MVTC and of Yelcot's subsidiary YTC is attached as Exhibit A. This map shows that the service area of MVTV is not overlapping with, or adjacent to, the service area of YTC.

Areas and Services of MVTC

MVTC is an independent local exchange carrier that provides local exchange telephone service and exchange access to seven exchanges (Allison, Fifty Six, Fox, Mountain View, Pleasant Grove, Timbo and Sunnyland) in Stone County, Arkansas, and to one exchange (Prim) in Cleburne County, Arkansas. MVTC serves a total of approximately 7,200 access lines in these eight north central Arkansas exchanges. Its local exchange service offerings include custom calling features such as voice mail, call forwarding, call waiting, caller identification and three-way calling. MVTC also offers resold long distance toll services, calling cards and 800 service to the public within its exchange areas. Finally, MVTC offers dial-up Internet access service throughout its service area, and digital subscriber line ("DSL") high-speed Internet access services within certain portions thereof.

MVTC is the licensee of Industrial/Business Pool Conventional Stations WNUS688 and KNAS280 which operate in Stone County, Arkansas.

MVTC owns a non-controlling 6.0 percent limited partnership interest in ALLTEL Communications of North Arkansas Cellular Limited Partnership. This entity, which is controlled by ALLTEL Corporation, provides cellular service in the Arkansas 2 – Marion and Arkansas 3 – Sharp Rural Service Areas.

MVTC owns an indirect, non-controlling 4.4 percent limited partnership interest (via an intermediate entity Central Arkansas Rural Cellular Limited Partnership) in ALLTEL Central Arkansas Cellular Limited Partnership. This entity, which is controlled by ALLTEL Corporation, provides cellular service in the Arkansas 4 – Clay, Arkansas 5 – Cross, Arkansas 6 – Cleburne, Arkansas 7 – Pope and Arkansas 10 – Garland Rural Service Areas.

MVTC has no other affiliates that offer telecommunications services.

Areas and Services of Yelcot and its Affiliates

Yelcot is a holding company that provides no telecommunications services.

YTC, a wholly-owned subsidiary of Yelcot, is an independent local exchange carrier that provides local exchange telephone service and exchange access to one exchange (Gassville-Cotter) in Baxter County, Arkansas, and to one exchange (Yellville-

Summit) in Marion County, Arkansas. YTC serves a total of approximately 3,750 access lines in these two north central Arkansas exchanges. Its local exchange service offerings include custom calling features such as voice mail, call forwarding, call waiting, caller identification and three-way calling. YTC also offers resold long distance toll services, dial-up Internet access service and DSL high-speed Internet access services to the public within in two exchanges.

Infodash is a YTC division that provides non-regulated Internet access services outside YTC's service area in areas served by two incumbent local exchange carriers that are not affiliated with Yelcot or MVTC: Century Telephone Company and Northern Arkansas Telephone Company

Yelcot has no other affiliates that offer telecommunications services.

(8) Statement as to how the application fits into one or more of the presumptive streamlined categories in section 63.03 or why it is otherwise appropriate for streamlined treatment:

Applicants believe that this application is entitled to streamlined processing pursuant to Section 63.03(b)(2)(iii) of the Commission's Rules. First, both before and after completion of the proposed transaction, Yelcot and its affiliates will have a market share in the interstate, interexchange market of substantially less than 10 percent. Second, the approximately 3,750 access lines served by Yelcot's affiliated local exchange carrier (and the approximately 10,950 such access lines served after completion of the proposed transaction) are far fewer than two percent of the nation's subscriber lines installed in the aggregate nationwide. These access lines comprise only a very small fraction of the 3,601,735 end-user switched access lines that constituted two percent of the nation's estimated 180,086,735 end-user switched access lines as of June 30, 2004. Source: Industry Analysis and Technology Division, Trends in Telephone Service, April 2005, Table 8.1. Finally, the MVTC service area is not overlapping with, or adjacent to, the service areas of YTC or Infodash.

(9) Identification of all other Commission applications related to the same transaction:

The Applicants will file applications with the Wireless Telecommunications Bureau for transfer of control of Industrial/Business Pool Conventional Stations WNUS688 and KNAS280. No other Commission applications will be filed with respect to this transaction.

(10) Statement of whether the applicants are requesting special consideration because either party to the transaction is facing imminent business failure:

No party to the transaction is facing imminent business failure at this time. Therefore, the applicants are not requesting special consideration because a party to the transaction is facing imminent business failure.

(11) Identification of any separately filed waiver requests being sought in conjunction with the transaction:

No separately filed waivers or waiver requests are being sought in conjunction with the proposed transaction.

(12) Statement showing how grant of the application will serve the public interest, convenience and necessity, including any additional information that may be necessary to show the effect of the proposed transaction on competition in domestic markets:

The proposed transaction will serve the public interest by ensuring the continued availability of quality telecommunications services at affordable rates for the businesses and residents of the rural north central Arkansas area served by MVTC. Yelcot and its subsidiary YTC are qualified and experienced providers of local exchange, exchange access and interexchange services in rural Arkansas. Under Yelcot's ownership and control, MVTC will continue to provide its rural Stone and Cleburne County, Arkansas customers with quality local exchange, exchange access and interexchange services at affordable rates.

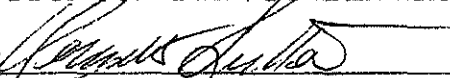
Conclusion


In light of the foregoing facts and public interest considerations, the Commission is respectfully requested to authorize the transfer of control of the domestic blanket Section 214 authorization for Mountain View Telephone Company from MVTC's seven (7) existing shareholders to Yelcot Holding Group, Inc., and to afford the subject application presumptive streamlined treatment

Kenneth W. Sutton, Janice Sutton and James G. Hinkle, as Trustees for all of the Shareholders of MVTC, and Yelcot reiterate that they certify, pursuant to 47 C.F.R. §§1.2001 through 1.2003, that no party to the present application is subject to denial of Federal benefits pursuant to section 5301 of the Anti-Drug Abuse Act of 1988.

Respectfully submitted,

**KENNETH SUTTON AND JANICE
SUTTON JOINT REVOCABLE TRUST**

By 
Kenneth W. Sutton, Co-Trustee

By 
Janice Sutton, Co-Trustee


Date 12/29/06

**JAMES G. HINKLE REVOCABLE
TRUST**

By 
James G. Hinkle, Trustee


Date 12/29/06

**JENNIE LOU HINKLE MARITAL
TRUST #1**

By 
James G. Hinkle, Trustee

Date 12/29/06

**JENNIE LOU HINKLE FAMILY
TRUST**

By 
James G. Hinkle, Trustee

Date 12/29/06

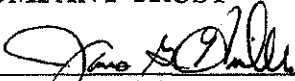
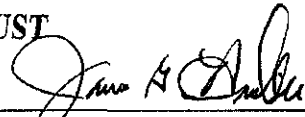

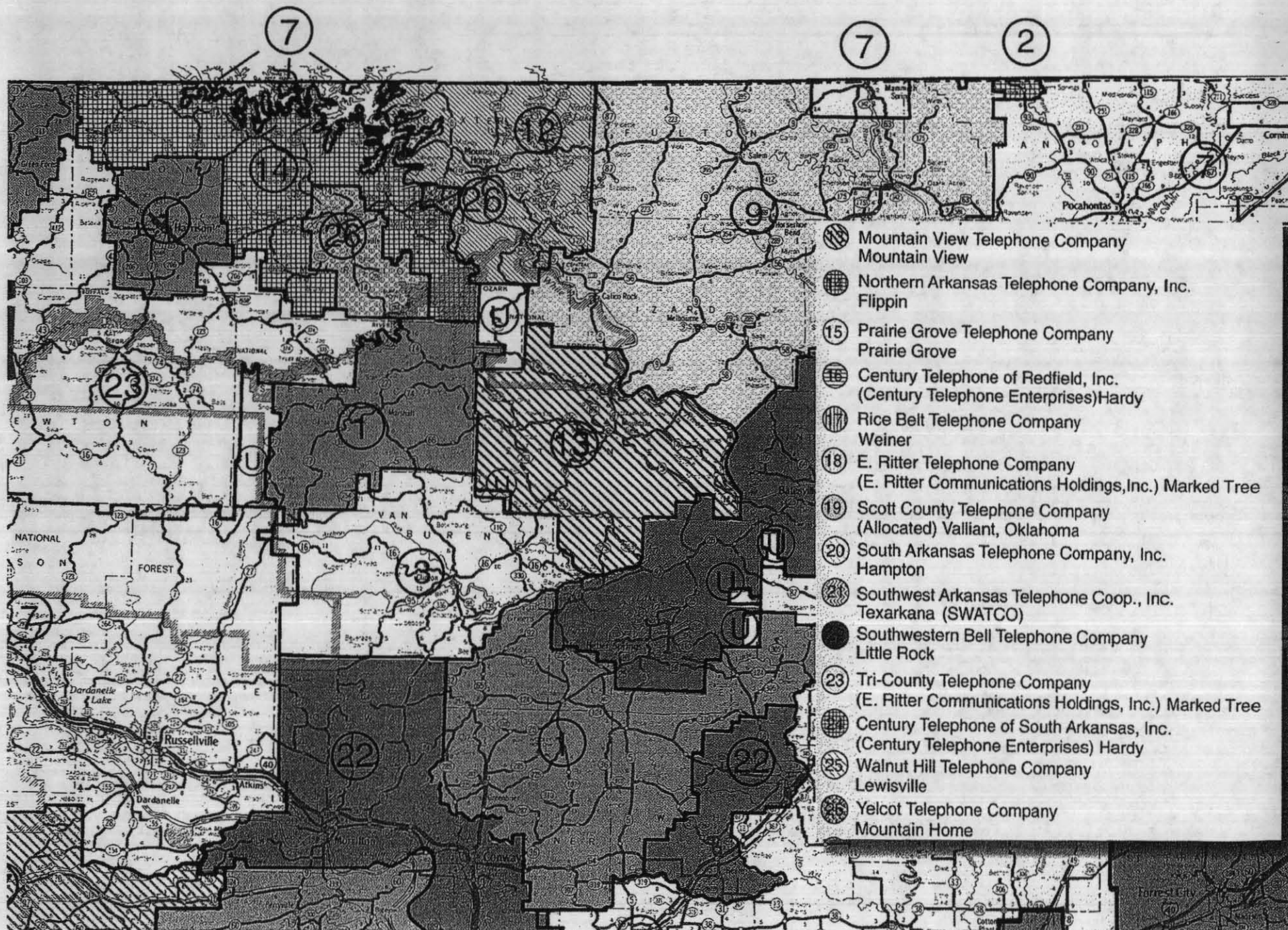
**MOUNTAIN VIEW TELEPHONE
COMPANY TRUST**By 
James G. Hinkle, TrusteeDate 12/29/06**GLEN HINKLE CHILDREN'S
TRUST**By 
James G. Hinkle, TrusteeDate 12/29/06**HINKLE FAMILY TRUST**By 
James G. Hinkle, TrusteeDate 12/29/06**YELCOT HOLDING GROUP, INC.**By 
Sara Zimmerman, Executive Vice PresidentDate 12/29/06

EXHIBIT A

**MAP OF LOCAL EXCHANGE AREAS OF
MOUNTAIN VIEW TELEPHONE COMPANY AND
YELCOT TELEPHONE COMPANY**

I S S O U R I



READ INSTRUCTIONS CAREFULLY
BEFORE PROCEEDING

FEDERAL COMMUNICATIONS COMMISSION
REMITTANCE ADVICE

Approved by OMB
3060-0589
Page 1 of 1

(1) LOCK BOX # 358145		SPECIAL USE ONLY	
SECTION A - PAYER INFORMATION			
(2) PAYER NAME (If paying by credit card enter name exactly as it appears on the card) Mountain View Telephone Company		(3) TOTAL AMOUNT PAID (U.S. Dollars and cents) \$965.00	
(4) STREET ADDRESS LINE NO. 1 218 East Main Street			
(5) STREET ADDRESS LINE NO. 2 P.O. Box 70			
(6) CITY Mountain View		(7) STATE AR	(8) ZIP CODE 72560-0070
(9) DAYTIME TELEPHONE NUMBER (include area code) (501)269-3232		(10) COUNTRY CODE (if not in U.S.A.)	
FCC REGISTRATION NUMBER (FRN) REQUIRED			
(11) PAYER (FRN) 0001730944		(12) FCC USE ONLY	
IF MORE THAN ONE APPLICANT, USE CONTINUATION SHEETS (FORM 159-C) COMPLETE SECTION BELOW FOR EACH SERVICE, IF MORE BOXES ARE NEEDED, USE CONTINUATION SHEET			
(13) APPLICANT NAME Mountain View Telephone Company			
(14) STREET ADDRESS LINE NO. 1 218 East Main Street			
(15) STREET ADDRESS LINE NO. 2 P.O. Box 70			
(16) CITY Mountain View		(17) STATE AR	(18) ZIP CODE 72560-0070
(19) DAYTIME TELEPHONE NUMBER (include area code) (501)269-3232		(20) COUNTRY CODE (if not in U.S.A.)	
FCC REGISTRATION NUMBER (FRN) REQUIRED			
(21) APPLICANT (FRN) 0001730944		(22) FCC USE ONLY	
COMPLETE SECTION C FOR EACH SERVICE, IF MORE BOXES ARE NEEDED, USE CONTINUATION SHEET			
(23A) CALL SIGN/OTHER ID	(24A) PAYMENT TYPE CODE CUT	(25A) QUANTITY 1	
(26A) FEE DUE FOR (PTC) \$965.00	(27A) TOTAL FEE \$965.00	FCC USE ONLY	
(28A) FCC CODE 1		(29A) FCC CODE 2	
(23B) CALL SIGN/OTHER ID	(24B) PAYMENT TYPE CODE	(25B) QUANTITY	
(26B) FEE DUE FOR (PTC)	(27B) TOTAL FEE	FCC USE ONLY	
(28B) FCC CODE 1		(29B) FCC CODE 2	
SECTION D - CERTIFICATION			
CERTIFICATION STATEMENT I, _____, certify under penalty of perjury that the foregoing and supporting information is true and correct to the best of my knowledge, information and belief.			
SIGNATURE _____		DATE _____	
SECTION E - CREDIT CARD PAYMENT INFORMATION			
MASTERCARD _____ VISA _____ AMEX _____ DISCOVER _____			
ACCOUNT NUMBER _____		EXPIRATION DATE _____	
I hereby authorize the FCC to charge my credit card for the service(s)/authorization herein described.			
SIGNATURE _____		DATE _____	

SEE PUBLIC BURDEN ON REVERSE

FCC FORM 159

FEBRUARY 2003 (REVISED)